

# Exhibit B

**CAUSE NO. 471-04215-2021**

**ECONOMIC TRANSFORMATION  
TECHNOLOGIES CORPORATION,  
BIODATAI, INC. AND UNIVERSAL  
TUTOR, INC.**

**Plaintiffs,**

**V.**

**THE IMPACT NETWORK, INC.**

**Defendant.**

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**IN THE DISTRICT COURT**

**471 JUDICIAL DISTRICT**

**COLLIN COUNTY, TEXAS**

**AFFIDAVIT OF KELLY COOK**

THE STATE OF TEXAS

COUNTY OF COLLIN

BEFORE ME, the undersigned authority, on this day personally appeared Kelly Cook, known to me, and first being duly sworn according to law, upon his oath deposed and said:

“My name is Kelly Cook. I am over the age of eighteen (18) and am competent to make this affidavit. The following matters are within my personal knowledge and are true and correct. I am the Chief Executive Officer of Economic Transformation Technologies, Inc. ("ETT") and the Chief Executive Officer of BioDataAi, Inc. ("BAI").

“ETT is the parent company of both UT and BAI. ETT, UT, and BAI maintain their principal places of business in Collin County, Texas and are residents of Texas. I was involved in the execution and performance of the contracts between Defendant The Impact Network, Inc. (the “Network”), ETT, UT, and BAI, dated January 22, 2021 (the “Contracts”). The Network is a Michigan company with its principal offices in Detroit, Michigan. I personally participated in numerous Zoom meetings, conference calls, and email communications with officers and

representatives of the Network regarding execution of the Contracts and the terms contained therein.

“On January 22, 2021 and after six months of detailed and complex negotiations that were had by the parties, the parties executed the two Contracts at issue in this litigation. I was not personally involved in the negotiations leading up to the execution of the Contracts, but I have been fully informed, in my capacity as CEO of ETT, by representatives of ETT, UT, and BAI about those negotiations and the promises and representations made during negotiations. Representatives of ETT, UT, and BAI negotiated the contracts. True and correct copies of the Contracts are attached as **Exhibits A & B**.

“In the Contracts, the Network made numerous representations and promises to Plaintiffs while they were at their offices in Texas, which were material to the commitments of both parties to the contract. Importantly, the Contracts were in the form of letter agreements. The letter agreements were from Bishop, CEO of the Network, and were addressed to Plaintiffs ETT, BAI, and UT at One Cowboys Way, Frisco, Texas 75034. I executed the Contract between BAI and the Network. The Contracts were initially drafted by Plaintiffs in Texas.

“In the Contracts addressed to Plaintiffs in Texas (the Contracts contain almost identical language), the Network made numerous representations and promises that Plaintiffs relied upon when entering into the agreements with the Network, including but not limited to the following:

- **The Impact Network is the fastest growing and largest black-owned faith-based tv network both domestically spanning across the United States, the Bahamian Islands, and parts of Africa.**
- **Broadcasting in over 93 million households.**
- **The Impact Network is proud to collaborate and partner with BioDataAi.**

- **To further BioDatAi's mission, Impact will provide BioDatAi with the data points, including but not limited to the names, phone numbers, email addresses and market data for its customers for BioDatAi to use to market its products.**
- **Impact will, to further BioDatAi's message and generate revenue, provide celebrities for endorsements and appearances on BioDatAi's channel.**
- **BioDatAi, with its parent ETT, will be Impact's exclusive provider of:**
  - **Healthcare Products and Services;**
  - **Healthcare Technology Platform**
  - **Telemedicine**
  - **Medical Products; and**
  - **Medical Services.**
- **Impact would also like to enter into a revenue sharing agreement with BioDatAi and ETT for revenues generated by BioDatAi for advertisements from its relationships from Walmart, Apple, Microsoft and Google.**
- **Impact would also share revenues with from [sic] all sales of medical goods and services by Impact on Amazon, Walmart, Apple, Microsoft and Google.**
- **BioDatAi will wire ... \$1,000,000 for a non-refundable advertising purchase to be used for a media effort to promote BioDatAi's channel and educational products on the Impact Network.**

"The Contracts require performance in Texas and the parties anticipated performance in Texas. More specifically, the Network was to send its customer data, a critical component of the agreements, to Plaintiffs in Texas for Plaintiffs to use in their marketing and promotional efforts. The Network was also obligated to provide celebrity endorsements for use on Plaintiffs' channels that Plaintiffs would control from its offices in Texas. Additionally, the Network contemplated sharing revenue created by BioDatAi in Texas through relationships with Walmart, Apple, Microsoft and Google. Finally, Plaintiffs would also perform the Contracts in Texas relating to payment of the marketing budget to promote its products and the revenue sharing in Texas as detailed above.



“After execution of the Contracts, Plaintiffs soon came to learn that most of the Network’s promises and representations were not true. After performing additional research and from speaking to representatives of the Network, Plaintiffs learned that the Network did not broadcast to over 93 million households, had no real customers or customer data to share with Plaintiffs as promised, had no marketing budget or business plan as to how the Network was going to use the marketing funds contemplated by the Contracts, and had no real sense of how to market Plaintiffs’ products and services. Indeed, representatives of the Network later told Plaintiffs that realistically, we should only expect to reach around 10,000 households. A big difference from the 93 million originally communicated.

“More specifically, I began to work closely with the Network during and after execution of the Contracts. I was focused on marketing, business, and partnership plans to allow the Plaintiffs to implement the terms and expectations under the Contracts. As part of that process, I put together a detailed questionnaire, along with Greg Carson of ETT, to gather critical data from the Network to allow implementation of the parties’ agreements. The questionnaire covered both healthcare (BAI) and education (UT) issues as well as seeking to understand the Network’s customers/members, including demographics, interests, and other related market data. The Network never responded to any of my questions or other questions from Plaintiffs, which caused grave concerns about the Network’s honesty during negotiations and representations made in the Contracts, including the Network’s ability to perform as promised. During conversations with Terry Arnold, representative of the Network, and Steve Marconi, an engaged marketing partner of the Network, they conveyed to the Plaintiffs information about their lack of market reach and customers/members that were totally inconsistent with representations in the Contracts and negotiations.

“Also, as part of the Contracts, Plaintiffs were to make two separate payments of \$1,000,000 each for UT and BAI to fund the Network’s marketing plan to promote Plaintiffs’ products and services. After asking several times for this information, no marketing or business plan was ever established or disclosed that would show how the Network would use Plaintiffs’ \$2,000,000, and it appeared that they had no plan at all as to how to perform their obligations under the Contracts. At one point I even prepared a form business plan for the Network, and all the Network had to do was simply fill in the blanks and answer a few questions. Even after doing the work for them, they never responded or provided the information. It was then clear to me and Plaintiffs that the Network either never intended to perform as promised or simply had no idea what they were doing. Either way, they breached their promises and misrepresented numerous issues, as detailed herein, to Plaintiffs.”

“Plaintiffs also inquired about the number of customers/members as the Network was obligated to provide data on those members to allow Plaintiffs to market and promote their products. It appeared to me that they did not have actual customer or member data as represented.

“As an important part of the transactions for Plaintiffs, was the Network’s purported market reach in the United States. Also important to Plaintiffs was that the Network broadcasts to residents in Texas. Texas is a large market, and it was important to Plaintiffs that the Network could also reach Texas residents.

“Because of the Network’s misrepresentations, breaches and lack of execution of responsibilities detailed in the Contracts, Plaintiffs brought the current action. Plaintiffs’ causes of action for breach of contracts and fraud all related to the representations, promises and agreements detailed herein.

"Further affiant sayeth not.

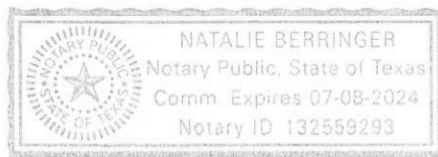
  
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Kelly Cook

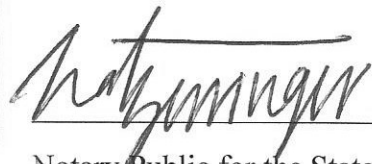
STATE OF TEXAS §

§

COUNTY OF COLLIN §

SUBSCRIBED AND SWORN TO BEFORE ME this the 10<sup>th</sup> day of December, 2021.



  
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Notary Public for the State of Texas



# EXHIBIT A



January 22, 2021

Universal Tutor Inc.  
Brittany Burtz, CEO  
One Cowboys Way  
Frisco, Texas 75034

Economic Transformation Technologies Corp  
Denis Gallagher, CEO  
One Cowboys Way  
Frisco, Texas 75034

Re: The Impact Network and Universal Tutor/Educate America Initiative

Dear Brittany and Denis:

This letter agreement (this "Agreement") will confirm our understanding that The Impact Network will work collaboratively with Economic Transformation Technologies Corp. ("ETT") and its subsidiary, Universal Tutor Inc. ("Universal Tutor"), on a channel for Universal Tutor to produce revenues in the education sector.

The Impact Network is the fastest growing and largest black-owned faith-based tv network both domestically spanning across the United States, the Bahamian Islands, and parts of Africa. Broadcasting in over 93 million households. The Impact is a place of growth, hope, and change designed to inspire, inform, and uplift the spirit, soul, and body. Impact's mission is to provide humanity with enriching entertainment that impacts your life spiritually, physically, financially, mentally, and emotionally.

The Impact Network is proud to collaborate and partner with Universal Tutor, in providing their company's most comprehensive and robust open innovation education platform and system in the world today to our global audience. We at Impact understand that Universal Tutor's specialization in Social and Emotional Learning, online learning, critical thinking, problem-solving, self-esteem, self-awareness, goal setting, social perceptiveness, and creation of a tailored online learning environment to our black and brown youth will inspire our children to "unleash the lion" letting go of fear and doubt to become future business leaders, serial entrepreneurs, and models of possibilities for success. To further Universal Tutor's mission, Impact will provide Universal Tutor with the data points, including but not limited to the names, phone numbers, email addresses and market data for its customers for Universal Tutor to use to market its products.

Additionally, Impact is very confident that Universal Tutor's technology platform will provide a massively positive social impact and paradigm shift to the Education sector in dominating the Emotional Intelligence space and solving the root cause of bullying, gun violence, rioting on the streets as our children will learn the vital emotional skillsets to interact peacefully amongst each other and with their communities. Impact will, to further Universal Tutor's message and generate revenue, provide celebrities for endorsements and appearances on Universal Tutor's channel.



Universal Tutor, with its parent ETT, will be Impact's exclusive provider of:

- Social and Emotional Learning Programs;
- Online Education; and
- Educational Tools

Impact feels that we can market and sell Universal Tutor's unique and proprietary platform to our audience 24 hours a day and 7 days a week at a cost of up to USD\$99 per month subscription fees to the Universal Tutor.

Impact would also like to enter into a revenue sharing agreement with Universal Tutor and ETT for revenues generated by Universal Tutor for advertisements from its relationships from Walmart, Apple, Microsoft and Google. Impact would also share revenues with from all sales of educational goods and services by Impact on Amazon, Walmart, Apple, Microsoft and Google.

Upon execution of this Agreement, Universal Tutor and ETT will engage Rubenstein Public Relations to support this joint venture with Impact. Universal Tutor will also, no later than February 22, 2021, wire \$1,000,000 for a non-refundable advertising purchase to be used for a media effort to promote Universal Tutor's channel and educational products on the Impact Network.

If the foregoing correctly sets forth our understanding, please confirm by executing and returning to us a copy of this Agreement.

We are excited to begin this amazing journey together!

With the Greatest of Mutual Love and Respect,

Bishop Wayne T. Jackson  
Chairman and CEO  
The Impact Network

Agreed to and Accepted as of the date above

Universal Tutor Inc. Economic Transformation Technologies Corp

By:   
Name: Brittany Burtz  
Title: Chief Executive Officer

By:   
Name: Denis Gallagher  
Title: Chief Executive Officer

# EXHIBIT B





January 22, 2021

BioDatAi Inc.  
Kelly Cook, CEO  
One Cowboys Way  
Frisco, Texas 75034

Economic Transformation Technologies Corp  
Denis Gallagher, CEO  
One Cowboys Way  
Frisco, Texas 75034

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The Impact Network is proud to collaborate and partner with BioDatAi, in providing their company's healthcare and telemedicine platform to our global audience. We at Impact understand that BioDatAi's open innovation platform not only solves inoperability but also provides specialization in telemedicine, managed care, risk management and compliance which is key to an efficient medical marketplace for our subscribers who have not had, in many instances, access to the healthcare and healthcare professionals they deserve and require. To further BioDatAi's mission, Impact will provide BioDatAi with the data points, including but not limited to the names, phone numbers, email addresses and market data, for its customers for BioDatAi to use to market its products.

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By: Kelly S. Cook

Name: Kelly Cook

Title: Chief Executive Officer

Economic Transformation Technologies Corp

By: Denis Gallagher

Name: Denis Gallagher

Title: Chief Executive Officer

# EXHIBIT A





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By: Denis Gallagher

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